CHINA GAS HOLDINGS LIMITED
中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting of China Gas Holdings Limited to be held at 10:00 a.m. on 12 October 2004 at 16th Floor, AXA Centre, No.151 Gloucester Road, Wanchai, Hong Kong and at any adjournment thereof.

I/We *(note a)* ____

of ____

being the registered holder(s) of ________________________________

(note b) ordinary share(s) of HK$0.01 each in the capital of China Gas Holdings Limited (the "**Company**") hereby appoint the chairman of the special general meeting or ________________________________

of ____

to act as my/our proxy *(note c)* to attend and vote on my/our behalf at the special general meeting of the Company to be held at 10:00 a.m. on 12 October 2004 at 16th Floor, AXA Centre, No.151 Gloucester Road, Wanchai, Hong Kong and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the bye-laws of the Company) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote *(note d)*.

Ordinary Resolutions	FOR	AGAINST
1. To approve the Great Sun Agreement and the transactions contemplated thereunder.		
2. To approve the Hanchuan Agreement and the transactions contemplated thereunder.		
3. To approve the Xiaogan Agreement and the transactions contemplated thereunder.		
4. To approve the Yingcheng Agreement and the transactions contemplated thereunder.		
5. To approve the Yumeng Agreement and the transactions contemplated thereunder.		

Dated the ________________ day of ________________ 2004

Shareholder's signature ____________________________ *(notes e and f)*

Notes:

a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.

b. Please insert the number of share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

c. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some persons other than the chairman of the special general meeting as your proxy, please delete the words "the chairman of the special general meeting or" and insert the full name and address of the proxy desired in the space provided. Any changes should be initialled.

d. If you wish to vote for a resolution, please tick ("✓") in the relevant box marked "For". If you wish to vote against a resolution, please tick ("✓") in the relevant box marked "Against". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of such proposed resolution(s). A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution properly put to the meeting.

e. In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f. This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

h. Any alteration made to this form of proxy should be initialled by the person who signs the form.

i. Completion and return of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

* *For identification purpose only*